

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

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-	
Highfields Capital Ltd., Highfields	:
Capital I LP, Highfields Capital II LP,	:
	:
Plaintiffs,	:
v.	:
SCOR, S.A.,	:
	:
Defendant.	:
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-	

Case No. 04-10624 (MLW)

**AFFIDAVIT IN SUPPORT OF MOTION TO DISMISS OR STAY**

CITY OF PARIS)  
):ss.  
FRANCE )

ARNAUD CHNEIWEISS, being duly sworn, deposes and says:

1. I am Corporate Secretary of SCOR, S.A. ("SCOR"), a French reinsurance company with its principal place of business in Paris, France. SCOR does not conduct business in Massachusetts and was served with process in this action in Paris on June 14, 2004, pursuant to the Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters. A copy of the Complaint is attached as Exhibit A to this Affidavit.

2. I participated on behalf of SCOR in negotiations with Highfields Capital Limited ("Highfields") that resulted in signature of two sets of agreements relating to investments in Irish Reinsurance Partners Limited ("IRP"). The first agreements, dated as of December 21, 2001, were Subscription Agreements, a copy of one of which is

attached as Exhibit B. The second was a Shareholders' Agreement, dated as of December 28, 2001, a copy of which is attached as Exhibit C.

3. The terms of these agreements were negotiated principally by trans-Atlantic telephone calls between SCOR and Highfields representatives, in most of which I participated. There was also one meeting between SCOR and Highfields in Paris.

4. I participated in no meetings with Highfields personnel about these matters in the State of Massachusetts or anywhere else in the United States. I have read the allegation in paragraph 5 of the Complaint in this action that a SCOR executive visited Highfields in Boston on one occasion to discuss a potential investment in IRP. I have no personal knowledge of such a visit, although it may have occurred.

5. Highfields commenced litigation against SCOR relating to this investment in the High Court of Ireland on December 1, 2003. I understand that the history of that litigation is described in the affidavit of Conor McDonnell, submitted in this action.



Arnaud Chneiweiss

Sworn to before me this  
1 day of July, 2004

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Notary Public

Vu pour certification  
matérielle de la  
signature de  
Monsieur Arnaud CHNEIWEISS  
apposée ci-contre

